

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

**SUMMARY COVER SHEET TO SEVENTEENTH QUARTERLY INTERIM
APPLICATION OF FOLEY HOAG LLP FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS SPECIAL ENVIRONMENTAL COUNSEL TO
W.R. GRACE & CO., ET AL. FOR INTERIM PERIODS
JULY 2009 THROUGH SEPTEMBER 2009**

Name of Applicant:

Foley Hoag LLP

Authorized to Provide Professional
Services to:

W.R. Grace & Co., et al.
Debtors and Debtors-in-Possession

Date of Retention:

September 30, 2005, *nunc pro tunc* July 1, 2005

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Period for Which Compensation and Reimbursement is Sought:

July 2009 through September 2009

Amount of Compensation Sought as Actual, Reasonable and Necessary:

\$42,333.00

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:

\$145.26

This is a Seventeenth quarterly interim application.

**CUMULATIVE SUMMARY OF QUARTERLY FEES INCURRED BY
FOLEY HOAG LLP AS SPECIAL ENVIRONMENTAL COUNSEL TO DEBTORS**

The Foley Hoag professionals who rendered services during the Seventeenth Quarterly

Fee Application are:

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	60.7	\$ 35,509.50
Adam P. Kahn	Partner	Environmental	\$585.00	0.4	\$ 234.00
Amy E. Boyd	Associate	Environmental	\$345.00	19.1	\$ 6,589.50
TOTAL				80.2	\$ 42,333.00

Total Fees: \$42,333.00

CUMULATIVE EXPENSE SUMMARY

Expense Categories	Total Expenses for Period from July 1, 2009 – September 30, 2009
Photocopies	\$ 68.88
Color Photocopies	\$ 18.00
Parking	\$ 34.00
Taxis	\$ 12.00
Meals	\$ 12.38
TOTAL	\$ 145.26

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Case No. 01-01139 (JKF)
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**SEVENTEENTH QUARTERLY INTERIM APPLICATION OF FOLEY HOAG LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS SPECIAL
ENVIRONMENTAL COUNSEL TO W.R. GRACE & CO., ET AL. FOR INTERIM
PERIODS JULY 2009 THROUGH SEPTEMBER 2009**

Pursuant to Sections 330 and 331 of Title II of the United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 and the Court's Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, Amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

the Bankruptcy Code Establishing Procedures for Allowance of Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals entered May 3, 2001 (together the “Administrative Order”), the firm of Foley Hoag LLP (“Foley Hoag”) hereby files this *Seventeenth Quarterly Interim Application of Foley Hoag LLP for Compensation and Reimbursement of Expenses as Special Environmental Counsel to W.R. Grace & Co., et al. for Interim Periods July 2009 Through September 2009* (the “Seventeenth Quarterly Fee Application”). By this Seventeenth Quarterly Fee Application, Foley Hoag seeks the interim allowance of compensation in the amount of \$42,333.00 and reimbursement of actual and necessary expenses in the amount of \$145.26 for a total of \$42,478.26 for the period of July 1, 2009 through September 30, 2009 (the “Interim Period”). In support of this Seventeenth Quarterly Fee Application, Foley Hoag respectfully represents as follows:

BACKGROUND

1. On April 2, 2001 (the “Petition Date”) each of the Debtors (collectively the “Debtors”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1008 of the Bankruptcy Code, the Debtors are continuing to operate their business and manage their properties and assets as Debtors-in-Possession.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 §§ 157(d)(2).
3. On April 20, 2001, the Court entered its Order that the Debtors’ Chapter 11 cases be consolidated for procedural purposes only and administrated jointly.
4. By this Court’s Order dated September 30, 2005, the Debtors were authorized to retain Foley Hoag as special environmental counsel, effective as of September 30, 2005, *nunc pro tunc* July 1, 2005 (the “Retention Order”). The Retention Order authorizes Debtors to

compensate Foley Hoag under Sections 330 and 331 of the Bankruptcy Code and shall be reimbursed for all allowed necessary, actual and reasonable expenses incurred by Foley Hoag.

5. Pursuant to the procedures set forth in the Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a Certification of No Objection authorizing the interim compensation and reimbursement of eight percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested subject to the filing and approval of interim and final fee applications of the professional. The professional is to also file a Quarterly Interim Fee Application.

6. Attached hereto as Exhibit A is the Verification of Adam P. Kahn.

MONTHLY FEE APPLICATIONS

7. On August 28, 2009, Foley Hoag filed its Monthly Fee Application for the month of July 2009 for fees incurred in the amount of \$12,702.00 (less twenty percent (20%) holdback of \$2,540.40 for a fee to be paid pursuant to the monthly fee application filed of \$10,161.60) and reimbursement of expenses totaling \$35.88. No objection to the payment of the Monthly Fee Application was filed.

8. On September 28, 2009, Foley Hoag filed its Monthly Fee Application for the month of August 2009 for fees incurred in the amount of \$16,368.00 (less twenty percent (20%) holdback of \$3,273.60 for a fee to be paid pursuant to the monthly fee application filed of \$13,094.40) and reimbursement of expenses totaling \$51.00. No objection to the payment of the Monthly Fee Application was filed.

9. On October 28, 2009, Foley Hoag filed its Monthly Fee Application for the month of September 2009 for fees incurred in the amount of \$13,263.00 (less twenty percent (20%) holdback of \$2,652.60 for a fee to be paid pursuant to the monthly fee application filed of \$10,610.40) and reimbursement expenses totaling \$58.38. The date for objection has not passed, but no objection has been filed to date.

10. The Seventeenth Quarterly Fee Application is filed, as set forth above, for fees incurred for July 1, 2009 through September 30, 2009. The Monthly Fee Application contains daily time logs describing the actual and necessary services provided by Foley Hoag during the Interim Period.

11. Attached hereto as Exhibit B is a summary of the primary services performed by Foley Hoag during the Interim Period. The summary reflects services of importance which required the special attention, efforts and skill of Foley Hoag.

12. Attached hereto as Exhibits C, D, and E are monthly time records, which provide detail and information as to the work performed by Foley Hoag during the Interim Period.

REQUESTED RELIEF

13. By this Seventeenth Quarterly Fee Application, Foley Hoag requests that the Court approve the interim allowance of compensation for professional services rendered in the amount of \$42,333.00 and the reimbursement of actual and necessary expenses incurred in the amount of \$145.26 by Foley Hoag during the Interim Period. As stated above, the full scope of services provided and related expenses incurred are fully described in the monthly fee detail attached hereto as Exhibits C, D and E.

14. At all relevant times, Foley Hoag has been a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code and has not represented or held an interest

adverse to the interest of the Debtors. All services for which compensation is requested by Foley Hoag were performed for or on behalf of the Debtors and not on behalf of any committee, creditor or other person.

15. During the Interim Period, Foley Hoag has received no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with Debtor's cases.

16. Foley Hoag has no agreement with any non-affiliated entity to share any compensation earned in these Chapter 11 cases.

17. The professional services and related expenses for which Foley Hoag requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with Foley Hoag's provision of professional services, particularly with regard to advice as to current, pending, and future environmental matters relating to the Acton, Massachusetts superfund site and to a proposed lease of property in Woburn, Massachusetts.

18. Foley Hoag's services have been necessary and beneficial to Debtors, their estates and other parties in interest.

WHEREFORE, Foley Hoag respectfully requests that the Court enter an Order, providing that, for the period July 1, 2009 through September 30, 2009, allowance will be made to Foley Hoag in the sum of \$42,333.00 as compensation for reasonable and necessary professional services rendered to Debtors and in the sum of \$145.26 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$42,478.26; that Debtors authorized and directed to pay to Foley Hoag the outstanding amount of such sums; and for such other and further relief as this Court deems just and proper.

Respectfully submitted,



Adam P. Kahn (MA BBO # 561554)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: November 13, 2009

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

VERIFICATION

Adam P. Kahn, deposes and says:

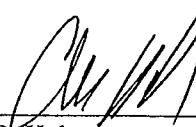
1. I am a Partner in the law firm of Foley Hoag LLP ("Foley Hoag").
2. I am personally aware of Foley Hoag's retention as special environmental counsel

to the Debtors and performed the work described in the attached Seventeenth Quarterly Fee

Application filed for the three (3) month period ending September 30, 2009 ("Application").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed De. Bankr. L. R. 2016-2 and the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professional and Official Committee Members signed April 14, 2002 and submit that the Application substantially complies with such Rule and Order.



Adam P. Kahn

SWORN TO AND SUBSCRIBED before me this 13th day of November, 2009.

COMMONWEALTH OF MASSACHUSETTS

Suffolk _____, ss.

On this 13th day of August, 2009, before me, the undersigned Notary Public, personally appeared the above-named Adam P. Kahn, proved to me by satisfactory evidence of identification, being (check whichever applies): driver's license or other state or federal governmental document bearing a photographic image, oath or affirmation of a credible witness known to me who knows the above signatory, or my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by him/her voluntarily for its stated purpose.



Notary Public
Printed Name: Eileen D'Amico
My commission expires: 5/26/11

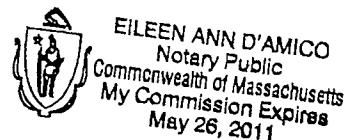


Exhibit B

Matter 88 - Acton Site OU3

During this Seventeenth Application Period, the Firm assisted the Debtor in matters related to the federal Superfund site known as the Grace Acton Site. On September 30, 2005, the federal Environmental Protection Agency issued the Record of Decision, or ROD, for the cleanup of the so-called Operable Unit 3 (OU-3) at the Site. The ROD identified a remedy for the Site, which EPA will expect the Debtor to implement pursuant to the terms of a consent decree entered into between the Debtor and the United States in 1980.

Although the ROD states the general outline of the remedy, substantial work is required to determine what flexibility the Debtor may have in implementing the remedy. The next step in this process was the issuance by EPA of a scope of work (SOW), to be performed by the Debtor, to implement the remedy described in the ROD. Following issuance of the SOW, and during the Seventeenth Application Period, the Firm worked with the Debtor on issues related to plans for the cleanup of groundwater and sediment at the Site, including review of draft reports to be submitted to EPA concerning the design for the Landfill Area groundwater remedy and the cleanup standards to which that remedy would be subject.

This work is complex and requires an in-depth knowledge of the history of the Debtor's cleanup of the Grace Acton Site, the terms of the 1980 Consent Decree, and the relevant provisions of federal and state Superfund laws. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to cost-effective compliance with the Debtor's obligations under the federal Superfund law and the 1980 Consent Decree.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	3.7	\$ 2,164.50
TOTAL				3.7	\$ 2,164.50

Matter 101 - Bankruptcy Matters

This matter covers preparation of monthly and interim fee applications, as well as the Firm's efforts to obtain Court cost authorization for the Firm to serve as special environmental counsel to Debtor. Foley Hoag's ordinary practice is to exercise billing discretion prior to submitting invoices, and it has done so with respect to each of the invoices it submitted during the Interim Period. To date, none of the interested parties objected to payment on account of any portion of any of those invoices, although they were entitled to do so.

The Firm's application-preparation fee is reasonable in light of the nature and magnitude of the effort involved. For each of those matters, as required by the Local Rules, the Firm submitted detailed billing summaries, and its attorneys prepared narrative descriptions of the work performed.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	1.2	\$ 702.00
Adam P. Kahn	Partner	Environmental	\$585.00	0.4	\$ 234.00
TOTAL				1.6	\$ 936.00

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass

During this Seventeenth Application Period, the Firm assisted the Debtor in matters related to the federal Superfund site known as the Blackburn and Union Privileges Superfund Site, in Walpole, Massachusetts. The site has been in industrial use for several hundred years. From approximately 1915 to 1935, it was operated by Multibestos Company, which manufactured products containing asbestos. The stock of Multibestos was purchased by Dewey & Almy in or about 1930. The Debtor purchased the stock of Dewey & Almy in 1954.

The Debtor and other potentially responsible parties have been working with EPA and MassDEP since 1988. In 1992 and 1993, the Debtor performed a cleanup at the Site with respect to asbestos, though other contamination remained. The Site was added to the federal National Priorities List in 1994. The Debtor received a Notice of Potential Liability from EPA in 1998 and a "Special Notice of Responsibility" in 1999. Also in 1999, the Debtor entered into an administrative order with EPA and the Kendall Company, another potentially responsible party. In the order, the Debtor and Kendall each agreed to pay 50% of the costs for performance of the Remedial Investigation / Feasibility Study ("RI/FS") for the Site. After the Debtor filed for reorganization, the Kendall Company continued the RI/FS work without financial participation from the Debtor.

In 2006, EPA announced that it was revisiting the potential risks posed by the presence of asbestos at the Site, including areas with concentrations of asbestos greater than 0.25%, even though the original cleanup was based on a concentration of 1%. EPA has recently indicated that there may be several additional areas of the Site that require remediation for asbestos.

On September 30, 2008, EPA issued the Record of Decision (ROD) for the Site, which identifies the elements of the cleanup plan EPA has selected. The remedy contains several different components, the estimated cost of which in the ROD is approximately \$13,000,000, and also identifies certain other issues which may require yet additional work. After issuing the ROD, EPA then issued what is known as "special notice" letters pursuant to section 122 of CERCLA, triggering a period of negotiations with EPA concerning implementation of the remedy selected in the ROD. In December 2008, Debtor and Kendall reached a further agreement, ratified by this Court, pursuant to which Debtor and Kendall each agreed to pay 50% of costs incurred in implementing the remedy selected by EPA in the ROD.

During this period, we assisted the debtor in responding to the special notice letter. This includes proposed revisions to EPA's draft consent decree and statement of work, and continued review of issues related to potential liability of the Debtor for work required by the ROD. This work was complicated by EPA's initial rejection of the proposal submitted on behalf of the

Debtor, Covidien, and the owner of the Site properties. EPA's rejection required further work, including meetings and calls with EPA, and submittal of a revised, clarified, proposal, and continued negotiations concerning both the consent decree and the statement of work.

This work is complex and requires an in-depth knowledge of the Superfund law, and applicable regulations governing the cleanup of asbestos. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to an effective response to EPA's potential request that more cleanup be performed with respect to asbestos and to overall minimization of the cleanup cost.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	55.8	\$ 32,643.00
Amy E. Boyd	Associate	Environmental	\$345.00	19.1	\$ 6,589.50
TOTAL				74.9	\$ 39,232.50

Exhibit C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:

Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF JULY 1, 2009 THROUGH JULY 31, 2009**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 101 – Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	1.2	\$ 702.00
TOTAL				1.2	\$ 702.00

Expenses

Description	Total
Photocopying	\$ 35.64
TOTAL	\$ 35.64



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

August 28, 2009
Invoice No.: 445536
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through July 31, 2009

Fees	\$702.00
Disbursements	<u>35.64</u>
Total Fees and Disbursements	<u>\$737.64</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 445536
August 28, 2009
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
07/30/09	Jaffe	Prepare quarterly fee application (1.2).	1.2
			Total Hours
			1.2

To ensure proper credit to your account,
please include remittance page with your payment.

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 445536
August 28, 2009
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	
Jaffe	1.2	
Total Fees		\$702.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
07/31/09	In-House Photocopying	35.64
	Total Disbursements	\$35.64

Total Fees	\$702.00
Total Disbursements	35.64
Total Fees and Disbursements	<u>\$737.64</u>

To ensure proper credit to your account,
please include remittance page with your payment.



Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

August 28, 2009
Invoice No.: 445536
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements	<u>\$737.64</u>
------------------------------	-----------------

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00101, **Invoice #:** 445536

Billing Attorney: Adam P. Kahn

Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	15.5	\$ 9,067.50
Amy E. Boyd	Associate	Environmental	\$345.00	8.5	\$ 2,932.50
TOTAL				24.0	\$ 12,000.00

Expenses

Description	Total
Photocopying	\$ 0.24
TOTAL	\$ 0.24



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

August 28, 2009
Invoice No.: 445537
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through July 31, 2009

Fees	\$12,000.00
Disbursements	<u>0.24</u>
Total Fees and Disbursements	<u>\$12,000.24</u>

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

BOSTON

WASHINGTON

EMERGING ENTERPRISE CENTER

FOLEYHOAG.COM

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
07/07/09	Jaffe	Emails with team regarding negotiations of CD and SOW (0.8).	0.8
07/10/09	Jaffe	Attention to special notice, including telephone call with Mr. Campbell and emails with team (0.4).	0.4
07/13/09	Jaffe	Emails with team regarding meetings with EPA and bankruptcy issues (0.4).	0.4
07/14/09	Jaffe	Attention to special notice issues, including telephone conference with Ms. Duff, emails with team, and review of bankruptcy issues (1.8).	1.8
07/15/09	Jaffe	Emails with Shaffer counsel, emails with team, review bankruptcy issues (1.1).	1.1
07/16/09	Jaffe	Attention to special notice issues, including telephone call with Ms. Baer regarding bankruptcy issues, telephone call with DOJ, EPA and team, telephone call with Ms. Duff, and emails with team (3.2).	3.2
07/17/09	Jaffe	Attention to special notice, including emails with team (0.9).	0.9
07/22/09	Boyd	Prepare for and attend conference call to discuss key issues for meeting with EPA regarding scope of work (1.5).	1.5
07/23/09	Boyd	Prepare for and attend meeting with PRP group to prepare for meeting with EPA on revisions to scope of work (3.4); attend meeting with EPA (3.2).	6.6
07/28/09	Jaffe	Attention to special notice issue, including telephone call with Ms. Duff, emails with team, review of oversight cost issues, and reviewing EPA response to scope of work (2.2).	2.2
07/29/09	Jaffe	Attention to special notice process, including meeting with A. Boyd and emails with team regarding past costs and meeting with EPA (1.1).	1.1
07/29/09	Boyd	Meeting with S. Jaffe (0.1); draft summary of meeting and key points discussed (0.3).	0.4
07/30/09	Jaffe	Attention to special notice process, including telephone call and email with Mr. DeCambre at EPA regarding past costs and emails with team (1.3).	1.3
07/31/09	Jaffe	Attention to special notice issues, including review of EPA's revised scope of work and emails with team regarding same (2.3).	2.3
Total Hours			24.0

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TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	
Boyd	8.5	
Jaffe	15.5	
Total Fees		\$12,000.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
07/23/09	In-House Photocopying	0.24
	Total Disbursements	\$0.24
	Total Fees	\$12,000.00
	Total Disbursements	0.24
	Total Fees and Disbursements	<u>\$12,000.24</u>

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

August 28, 2009
Invoice No.: 445537
Matter No.: 08743.00102

Re: **Blackburn and Union Privileges Superfund Site, Walpole, Mass**

Total Fees and Disbursements	<u>\$12,000.24</u>
-------------------------------------	---------------------------

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, **Invoice #:** 445537

Billing Attorney: Adam P. Kahn

Wire Originator: W.R. Grace & Company

Exhibit D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 88 – Acton Site OU3

Fees

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	3.1	\$ 1,813.50
TOTAL				3.1	\$ 1,813.50



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 28, 2009
Invoice No.: 446471
Matter No.: 08743.00088

Re: Acton Site OU3

For Professional Services rendered through August 31, 2009

Fees	\$1,813.50
Total Fees and Disbursements	<u>\$1,813.50</u>

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00088
 Re: Acton Site OU3

Invoice No.: 446471
 September 28, 2009
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
08/27/09	Jaffe	Draft ARARs discussion for concept design report, research for same, and telephone call with Ms. Johns regarding same (1.9).	1.9
08/28/09	Jaffe	Draft, revise ARARs table and text for landfill groundwater concept design report and emails with Ms. Johns regarding same (1.2).	1.2
		Total Hours	3.1

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Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 446471
September 28, 2009
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>
Jaffe	3.1
Total Fees	\$1,813.50
Total Fees and Disbursements	\$1,813.50
<u>\$1,813.50</u>	

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

September 28, 2009
Invoice No.: 446471
Matter No.: 08743.00088

Re: Acton Site OU3

Total Fees and Disbursements	<u>\$1,813.50</u>
------------------------------	-------------------

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Oversight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00088, Invoice #: 446471
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Matter 101 – Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Adam P. Kahn	Partner	Environmental	\$585.00	0.4	\$ 234.00
TOTAL				0.4	\$ 234.00

Expenses

Description	Total
Photocopying	\$ 33.00
TOTAL	\$ 33.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 28, 2009
Invoice No.: 446470
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through August 31, 2009

Fees	\$234.00
Disbursements	<u>33.00</u>
Total Fees and Disbursements	<u>\$267.00</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 446470
September 28, 2009
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
08/11/09	Kahn	Attention to quarterly filing (0.4).	0.4
		Total Hours	0.4

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Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 446470
September 28, 2009
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	
Kahn	0.4	
Total Fees		\$234.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
08/31/09	In-House Photocopying	33.00
	Total Disbursements	\$33.00

Total Fees	\$234.00
Total Disbursements	33.00
Total Fees and Disbursements	<u>\$267.00</u>

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

September 28, 2009
Invoice No.: 446470
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements \$267.00

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Oversight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

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1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00101, **Invoice #:** 446470
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	21.0	\$ 12,285.00
Amy E. Boyd	Associate	Environmental	\$345.00	5.9	\$ 2,035.50
TOTAL				26.9	\$ 14,320.50

Expenses

Description	Total
Color Photocopying	\$ 18.00
TOTAL	\$ 18.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

September 28, 2009
Invoice No.: 446472
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through August 31, 2009

Fees	\$14,320.50
Disbursements	<u>18.00</u>
Total Fees and Disbursements	<u>\$14,338.50</u>

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
08/03/09	Jaffe	Attention to special notice issues, including reviewing EPA proposed SOW (1.1).	1.1
08/04/09	Jaffe	Attention to special notice, including reviewing EPA SOW comments and preparing for 8/6 call.	0.9
08/06/09	Jaffe	Attention to special notice, including team telephone conference, telephone call with EPA and team, emails with Ms. Duff, reviewing RCRA issues, and reviewing EPA comments on scope of work (3.6).	3.6
08/07/09	Boyd	Discussion with S. Jaffe regarding research and review materials regarding same (0.9).	0.9
08/10/09	Boyd	Research regarding contaminated media under RCRA (1.0).	1.0
08/11/09	Boyd	Research regarding contaminated media and contained-in policy under RCRA (0.6).	0.6
08/14/09	Boyd	Research regarding contaminated media and contained-in rule under RCRA and conference with S. Jaffe regarding same (3.4).	3.4
08/14/09	Jaffe	Attention to special notice issues, including reviewing SHA statement of work changes and conference call with team regarding same, emails with legal team regarding agreement with Shaffers, and office conferences with A. Boyd and emails with A. Boyd and Ms. Duff regarding CERCLA/RCRA issues (3.8).	3.8
08/19/09	Jaffe	Meeting with EPA regarding statement of work, pre-meeting with team, and prepare for same (8.2).	8.2
08/24/09	Jaffe	Attention to special notice process, including reviewing, revising, revised draft letter to EPA concerning past costs and emails with team regarding same (0.9).	0.9
08/25/09	Jaffe	Attention to special notice issues, including reviewing Mr. Smith notes and emails with team regarding same (0.7).	0.7
08/26/09	Jaffe	Attention to special notice issues, including emails with team (0.4).	0.4
08/28/09	Jaffe	Attention to special notice issues, including email with Ms. Duff, telephone call with Mr. Sabath, and emails with team (0.9).	0.9
08/31/09	Jaffe	Attention to special notice issues, including emails with team regarding consent decree issues (0.5).	0.5
Total Hours			26.9

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TIMEKEEPER SUMMARY

Timekeeper	Hours
Boyd	5.9
Jaffe	21.0
Total Fees	\$14,320.50

Disbursement Summary

Date	Amount
08/18/09	In-House Color Photocopying 18.00
	Total Disbursements \$18.00
	Total Fees \$14,320.50
	Total Disbursements <u>18.00</u>
	Total Fees and Disbursements <u>\$14,338.50</u>

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

September 28, 2009
Invoice No.: 446472
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements	<u>\$14,338.50</u>
------------------------------	--------------------

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 446472
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Exhibit E

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:
W.R. GRACE & CO., et al.¹
Debtors.

Chapter 11
Case No. 01-01139 (JKF)
(Jointly Administered)
Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 88 – Acton Site OU3

Fees

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	0.6	\$ 351.00
TOTAL				0.6	\$ 351.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

October 28, 2009
Invoice No.: 449135
Matter No.: 08743.00088

Re: Acton Site OU3

For Professional Services rendered through September 30, 2009

Fees	\$351.00
Total Fees and Disbursements	<u>\$351.00</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 449135
October 28, 2009
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
09/01/09	Jaffe	Review revised draft landfill area groundwater submittal and emails with team regarding same (0.6).	0.6
		Total Hours	0.6

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please include remittance page with your payment.

Matter No.: 08743.00088
Re: Acton Site OU3

Invoice No.: 449135
October 28, 2009
Page 3

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Amount
Seth D. Jaffe	0.6	585.00	= 351.00
	Total Fees		\$351.00

Total Fees	\$351.00
Total Fees and Disbursements	<u>\$351.00</u>

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

October 28, 2009
Invoice No.: 449135
Matter No.: 08743.00088

Re: Acton Site OU3

Total Fees and Disbursements \$351.00

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00088, Invoice #: 449135

Billing Attorney: Adam P. Kahn

Wire Originator: W.R. Grace & Company

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$585.00	19.3	\$ 11,290.50
Amy E. Boyd	Associate	Environmental	\$345.00	4.7	\$ 1,621.50
TOTAL				24.0	\$ 12,912.00

Expenses

Description	Total
Taxi	\$ 12.00
Parking	\$ 34.00
Hotels & Related Expenses (Breakfast and Lunch while Attending Meeting at EPA)	\$ 12.38
TOTAL	\$ 58.38



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

October 28, 2009
Invoice No.: 449155
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through September 30, 2009

Fees	\$12,912.00
Disbursements	<u>58.38</u>
Total Fees and Disbursements	<u>\$12,970.38</u>

Seaport West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 449155

October 28, 2009

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
09/02/09	Jaffe	Emails to Mr. Smith and team regarding consent decree negotiations (0.4).	0.4
09/03/09	Jaffe	Attention to special notice process, including review of United States consent decree mark-up and emails with team and with DOJ/EPA (1.6).	1.6
09/04/09	Jaffe	Attention to special notice process, including meeting with EPA; pre-meeting with team, reviewing consent decree from EPA, and office conference with A. Boyd regarding research tasks (5.6).	5.6
09/04/09	Boyd	Conference with S. Jaffe regarding research for consent decree and email to A. Kahn regarding other consent decrees (0.4).	0.4
09/08/09	Jaffe	Attention to special notice, including review of information regarding other consent decrees (0.4).	0.4
09/08/09	Boyd	Review consent decree and other consent decrees for comparisons and draft a chart outlining consent decree precedence (1.8).	1.8
09/09/09	Boyd	Review appendices and finalize comparison chart of consent decrees (0.3).	0.3
09/09/09	Jaffe	Attention to special notice issues, including reviewing A. Boyd table regarding consent decree precedents; office conference with A. Boyd regarding same; emails with team regarding same; and emails with team regarding past cost issues (1.8).	1.8
09/11/09	Jaffe	Attention to special notice issues, including reviewing past cost offer spreadsheet and emails with team regarding same (0.4).	0.4
09/14/09	Jaffe	Emails with team regarding consent decree revisions (0.4).	0.4
09/15/09	Jaffe	Attention to special notice, including consent decree revisions and emails with team regarding same (0.9).	0.9
09/15/09	Boyd	Review and revise draft agreement between PRPs (0.5).	0.5
09/16/09	Boyd	Conference with S. Jaffe regarding site participation agreement and edits (0.7).	0.7
09/16/09	Jaffe	Attention to special notice issues, including email from Mr. Smith with revised consent decree language and reviewing necessary changes to decree, and office	0.8

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 449155

October 28, 2009

Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
		conference with A. Boyd regarding site participation agreement (0.8).	
09/17/09	Jaffe	Attention to special notice, including consent decree revisions (0.9).	0.9
09/18/09	Jaffe	Attention to special notice process, including reviewing government consent decree, revising same; reviewing, revising participation agreement; emails to team regarding consent decree and participation agreement (3.4).	3.4
09/18/09	Boyd	Revise draft PRP agreement and conference with S. Jaffe regarding same (1.0).	1.0
09/29/09	Jaffe	Attention to special notice issues, including reviewing, revising, consent decree and emails with team regarding same (2.7).	2.7
Total Hours			24.0

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 449155

October 28, 2009

Page 4

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy E Boyd	4.7	at 345.00	= 1,621.50
Seth D. Jaffe	19.3	at 585.00	= 11,290.50
		Total Fees	\$12,912.00

Disbursement Summary

<u>Date</u>	<u>Amount</u>
09/14/09	Taxi Fare 12.00
09/14/09	Mileage, Toll, Parking 34.00
09/01/09	Hotels & Related Expenses - FOLEY HOAG LLP BREAKFAST AND LUNCH WHILE ATTENDING MEETING @ EPA 12.38
	Total Disbursements \$58.38

Total Fees	\$12,912.00
Total Disbursements	58.38
Total Fees and Disbursements	<u>\$12,970.38</u>

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Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

October 28, 2009
Invoice No.: 449155
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements **\$12,970.38**

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Overnight Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, **Invoice #:** 449155
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

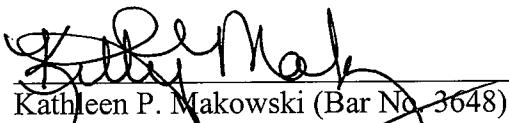
CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 13th day of November, 2009, I caused a true and correct copy of the following documents to be served on the individuals on the attached service list in the manner indicated herein:

**NOTICE OF SEVENTEENTH QUARTERLY INTERIM APPLICATION
OF FOLEY HOAG LLP FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL ENVIRONMENTAL
COUNSEL TO W. R. GRACE & CO., ET AL. FOR INTERIM PERIODS
JULY 2009 THROUGH SEPTEMBER 2009; and**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**SEVENTEENTH QUARTERLY INTERIM APPLICATION OF
FOLEY HOAG LLP FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL
ENVIRONMENTAL COUNSEL TO W. R. GRACE & CO., ET AL.
FOR INTERIM PERIODS JULY 2009 THROUGH SEPTEMBER 2009.**


Kathleen P. Makowski (Bar No. 3648)

Grace Fee Application Service List
Case N. 01-1139 (JKF)
Doc. No. 33512v2
08 – Hand Delivery
12 – First Class Mail

(Co-Counsel for the Debtors)
James E. O'Neill, Esquire
Pachulski Stang Ziehl & Jones LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(Courier 19801)

Hand Delivery

(Trustee)
Office of the United States Trustee
David Klauder, Esquire
844 King Street, Suite 2311
Wilmington, DE 19801

Hand Delivery

(Co-Counsel to the debtor-in-possession
lender)
Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899

Hand Delivery

(Counsel for the Official Committee of
Unsecured Creditors)
Michael R. Lastowski, Esquire
Duane Morris, LLP
1100 N. Market Street, Suite 1200
Wilmington, DE 19801

Hand Delivery
(Counsel to the Official Committee of
Asbestos Property Damage Claimants)
Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899

Hand Delivery

(Counsel to the Official Committee of
Personal Injury Claimants)
Mark T. Hurford, Esquire
Campbell & Levine, LLC
800 N. King Street, Suite 300
Wilmington, DE 19801

Hand Delivery

(Counsel to the Official Committee of
Equity Holders)
Teresa K.D. Currier, Esquire
Saul Ewing LLP
222 Delaware Avenue, Suite 1200
Wilmington, DE 19899

Hand Delivery

(Co-Counsel to David T. Austern, Personal
Injury Future Claimant's Representative)
John C. Phillips, Jr., Esquire
Philips, Goldman & Spence, P.A.,
1200 North Broom Street
Wilmington, DE 19806

Hand Delivery

(Co-Counsel to the Hon. Alexander M.
Sanders, Jr., Property Damages Future
Claims Representative)
R. Karl Hill, Esquire
Seitz, Van Ogtrop & Green, P.A.
222 Delaware Avenue, Suite 1500
Wilmington, DE 19801

First Class Mail

(Debtors)
Attn: Mark Shelnitz
Senior Vice President and General Counsel
W.R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044

First Class Mail

(Fee Auditor)
Warren H. Smith
Warren H. Smith and Associates
Republic Center
325 N. St. Paul, Suite 1250
Dallas, TX 75201

First Class Mail

(Co-Counsel for the Debtors)
Theodore L. Freedman, Esquire
Kirkland & Ellis
Citigroup Center
601 Lexington Avenue
New York, NY 10022

First Class Mail

(Co-Counsel for the Debtors)
Janet S. Baer, Esquire
The Law Offices of Janet S. Baer P.C.
70 West Madison Street, Suite 2100
Chicago, IL 60602

First Class Mail

(Co-Counsel to the debtor-in-possession
lender)
David S. Heller, Esquire
Latham & Watkins
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606

First Class Mail

(Counsel for the Official Committee of
Unsecured Creditors)
William S. Katchen, Esquire
Duane Morris LLP
744 Broad Street, Suite 1200
Newark, NJ 07102

First Class Mail

(Counsel for the Official Committee of
Unsecured Creditors)
Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038

First Class Mail

(Counsel to the Official Committee of
Asbestos Property Damage Claimants)
Scott L. Baena, Esquire
Bilzin, Sumberg, Dunn, Baena, Price &
Axelrod LLP
First Union Financial Center
200 South Biscayne Boulevard, Suite 2500
Miami, FL 33131

First Class Mail

(Counsel to the Official Committee of
Personal Injury Claimants)
Elihu Inselbuch, Esquire
Caplin & Drysdale, Chartered
375 Park Avenue, 35th Floor
New York, NY 10152

First Class Mail

(Counsel to the Official Committee of
Equity Holders)
Philip Bentley, Esquire
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

First Class Mail

(Co-Counsel to David T. Austern, Personal
Injury Future Claimant's Representative)
Richard Frankel, Esquire
Orrick Herrington & Sutcliffe LLP
Columbia Center
1152 15th Street, N.W.
Washington, DC 20005

First Class Mail

(Co-Counsel to the Hon. Alexander M.
Sanders, Jr., Property Damages Future
Claims Representative)
Alan B. Rich, Esquire
Law Office of Alan B. Rich
1401 Elm Street, Suite 4620
Dallas, TX 75202

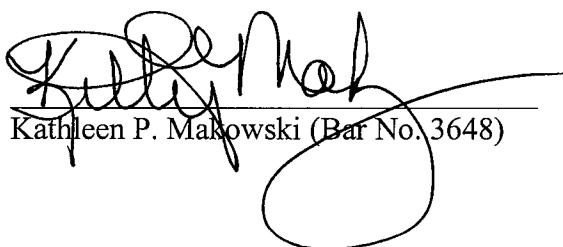
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 13th day of November, 2009, I caused a true and correct copy of the following document to be served on the individuals on the attached service list in the manner indicated herein:

**NOTICE OF SEVENTEENTH QUARTERLY INTERIM APPLICATION
OF FOLEY HOAG LLP FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL ENVIRONMENTAL
COUNSEL TO W. R. GRACE & CO., ET AL. FOR INTERIM PERIODS
JULY 2009 THROUGH SEPTEMBER 2009.**


Kathleen P. Makowski (Bar No. 3648)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

W. R. Grace 2002 Service List

Case No. 01-1139 (JKF)
Doc. No. 144642
040 – Hand Delivery
004 – Foreign First Class
205 - First Class Mail

(Counsel to Debtors and Debtors in Possession)

Laura Davis Jones, Esquire
James E. O'Neill, Esquire
Pachulski Stang Ziehl & Jones LLP
919 North Market Street, 17th Floor
Wilmington, DE 19899-8705

Hand Delivery

(Copy Service)

Parcels, Inc.
230 North Market Street
P.O. Box 27
Wilmington, DE 19899

Hand Delivery

(Counsel to DIP Lender)
Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899

Hand Delivery

(Counsel to Asbestos PI Committee)
Marla Eskin, Esquire
Mark Hurford, Esquire
Campbell & Levine, LLC
800 N. King Street
#300
Wilmington, DE 19801

Hand Delivery

(Counsel to Scotts Company LLC)
Robert J. Stearn, Jr.
Cory D. Kandestin, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Hand Delivery

(Counsel to The Chase Manhattan Bank)
Mark D. Collins, Esquire
Deborah E. Spivack, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Hand Delivery

(Counsel to Maryland Casualty)
Jeffrey C. Wisler, Esquire
Michelle McMahon, Esquire
Connolly Bove Lodge & Hutz LLP
1007 N. Orange Street
P.O. Box 2207
Wilmington, DE 19899

Hand Delivery

(Counsel to Ingersoll-Rand Fluid Products and State of Montana)
Francis A. Monaco, Jr., Esquire
Womble Carlye Sandridge & Rice LLC
222 Delaware Avenue, 15th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to Asbestos PD Committee)
Michael B. Joseph, Esquire
Theodore J. Tacconelli, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 1000
P.O. Box 1351
Wilmington, DE 19899

Hand Delivery

)
Mark S. Chehi
Skadden, Arps, Slate, Meagher & Flom
LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

Hand Delivery

(Counsel to Official Committee of
Unsecured Creditors)
Michael R. Lastowski, Esquire
Duane, Morris & Heckscher LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801-1246

Hand Delivery

)
Laurie Selber Silverstein, Esquire
Potter Anderson & Corroon LLP
1313 N. Market Street, 6th Floor
P.O. Box 951
Wilmington, DE 19899

Hand Delivery

(United States Trustee)
David Klauder, Esquire
Office of the United States Trustee
844 King Street, Suite 2207
Wilmington, DE 19801

Hand Delivery

(Counsel for Reaud, Morgan & Quinn,
Inc.
and Environmental Litigation Group,
PC)
Kathleen Miller, Esquire
Smith, Katzenstein & Furlow LLP
800 Delaware Avenue, 7th Floor
P.O. Box 410
Wilmington, DE 19899

Hand Delivery

(Counsel to Century Indemnity
Company)
Curtis Crowther, Esquire
White and Williams LLP
824 North Market Street, Suite 902
P.O. Box 709
Wilmington, DE 19801

Hand Delivery

(Counsel to First Union Leasing)
John D. Demmy, Esquire
Stevens & Lee, P.C.
1105 N. Market Street, Suite 700
Wilmington, DE 19801-1270

Hand Delivery

(Counsel to Mark Hankin and HanMar
Associates, Fireman's Fund Insurance
Co.)
Thomas G. Whalen, Esquire
Stevens & Lee, P.C.
1105 N. Market Street, 7th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to Equity Committee)
Teresa K.D. Currier, Esquire
Saul Ewing
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899

Hand Delivery

(Counsel to Union Tank Car Company
and Samson)
Rachel B. Mersky, Esquire
Monzack and Monaco, P.A.
1201 N. Orange Street, Suite 400
Wilmington, DE 19801

Hand Delivery

(Counsel to The Delaware Division of Revenue)
Allison E. Reardon
Delaware Division of Revenue
820 N. French Street
8th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to the Libby Mine Claimants)
Steven K. Kortanek, Esquire
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP
919 Market Street, Suite 1000
Wilmington, DE 19801

Hand Delivery

(L.A. Unified School District)
William F. Taylor, Jr., Esquire
McCarter & English, LLP
Renaissance Centre
405 N. King Street, 8th Floor
Wilmington, Delaware 19899

Hand Delivery

(Counsel for David T. Austern)
John C. Phillips, Jr., Esquire
Phillips, Goldman & Spence, P.A.
1200 North Broom Street
Wilmington, DE 19806

Hand Delivery

(Counsel to Libby Claimants)
Adam G. Landis, Esquire
Kerri K. Mumford, Esquire
Landis Rath & Cobb LLP
919 Market Street, Suite 1800
Wilmington, DE 19801

Hand Delivery

(Counsel to Brayton Purcell, LLP)
Daniel K. Hogan, Esquire
The Hogan Firm
1311 Delaware Avenue
Wilmington, DE 19806

Hand Delivery

(Counsel to Allstate Insurance Company)
James S. Yoder, Esquire
White and Williams LLP
824 Market Street, Suite 902
Wilmington, DE 19899-0709

Hand Delivery

(Counsel to Everest Reinsurance Company and Mt. McKinley Insurance Company)
Brian L. Kasprzak, Esquire
Marks, O'Neill, O'Brien and Courtney, P.C.
913 North Market Street
Suite 800
Wilmington, DE 19801

Hand Delivery

(Counsel to American Employers Insurance Co, Employers Commercial Union n/k/a OneBeacon America Insurance Co and Unigard Insurance Co)
David P. Primack, Esquire
Drinker Biddle & Reath LLP
1100 North Market Street
Suite 1000
Wilmington, DE 19801-1254

Hand Delivery

(Counsel to Anderson Memorial Hospital)
Christopher D. Loizides, Esquire
Loizides & Associates
Legal Arts Bldg.
1225 King Street, Suite 800
Wilmington, DE 19801

Hand Delivery

(Counsel to PacifiCorp)
Richard S. Cobb, Esquire
Megan N. Harper, Esquire
Landis Rath & Cobb LLP
919 Market Street, Suite 1800
Wilmington, DE 19801

Hand Delivery

(Counsel to CNA Financial Corporation)
Carmella P. Keener, Esquire
Rosenthal, Monhait, Gross & Goddess,
P.A.
919 Market Street, Suite 1401
P.O. Box 1070
Wilmington, DE 19899-1070

Hand Delivery

(Counsel to State of California, Dept. of
General Svcs)
Tobey M. Daluz, Esquire
Leslie C. Heilman, Esquire
Ballard Spahr Andrews & Ingersoll, LLP
919 N. Market Street, 12th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to Sealed Air Corporation)
Mark S. Chehi, Esquire
Skadden, Arps, Slate, Meagher & Flom
LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

Hand Delivery

(Counsel to Zonolite Attic Litigation
Plaintiffs and Gamma Holding, NV)
William D. Sullivan, Esquire
4 E. 8th Street, Suite 400
Wilmington, DE 19801

Hand Delivery

(Attorneys for PPG Industries, Inc.)
William M. Aukamp, Esquire
Archer & Greiner
300 Delaware Avenue, Suite 1370
Wilmington, DE 19801

Hand Delivery

)
Robert Jacobs, Esquire
Maria Rosoff Eskin
Jacobs & Crumplar, P.A.
2 East 7th Street
P.O. Box 1271
Wilmington, DE 19899

Hand Delivery

(Counsel to Macerich Fresno LP)
William P. Bowden, Esquire
Amanda M. Winfree, Esquire
Ashby & Geddes, P.A.
500 Delaware Avenue, 8th Floor
Wilmington, DE 19899

Hand Delivery

(Counsel to PDFCR)
Karl Hill, Esquire
Seitz, Van Ogtrop & Green, P.A.
222 Delaware Avenue, Suite 1500
P.O. Box 68
Wilmington, DE 19899

Hand Delivery

(Counsel to Arrowood Indemnity, U.S.
Fire Insurance, Royal Insurance)
Ian Connor Bifferato, Esquire
Garvan F. McDaniel, Esquire
Bifferato LLC
800 King Street, First Floor
P.O. Box 2165
Wilmington, DE 19899-2165

Hand Delivery

(Counsel to Federal Insurance Co.)
Barry M. Klayman, Esquire
Cozen O'Connor
1201 N. Market Street
Suite 1400
Wilmington, DE 19801

Hand Delivery

(Counsel to Mian Realty, LLC)
Norman L. Pernick, Esquire
J. Kate Stickles, Esquire
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801

Foreign First Class Mail

(Canadian Counsel to Debtor)
Derrick C. Tay
Ogilvy Renault LLP
Royal Bank Plaza, South Tower
200 Bay Street, Suite 3800
Toronto, Ontario M5J 2Z4
CANADA

Foreign First Class Mail

(Counsel to Canadian ZAI Claimants)
Yves Lauzon, Esquire
Michel Belanger, Esquire
LAUZON BELANGER, INC..
286 St. Paul West
Montréal (Quebec)
H2Y 2A3

Foreign First Class Mail

(Counsel to Her Majesty the Queen in
Right of Canada as represented by The
Attorney General of Canada)
Jacqueline Dais-Visca, Senior Counsel
Business Law Section
The Exchange Tower
King Street West 3400
C.P. 36
Toronto, Ontario M5X 1K6

Foreign First Class Mail

)
Chris Paczynski, Analyst
Global Credit Management
Nortel
195 The West Mall
Toronto, Ontario M9C 5K1

First Class Mail

)
Secretary of State
Division of Corporations
Franchise Tax
P.O. Box 7040
Dover, DE 19903

First Class Mail

)
Cindy Schultz
Ingersoll-Rand Fluid Products
One Aro Center
P.O. Box 151
Bryan, OH 43506

First Class Mail

)
John P. Dillman, Esquire
Linebarger Heard Goggan Blair
Graham Peña & Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

First Class Mail

(Tennessee Department of Environment
and Conservation – Superfund)
Paul G. Sumers, Esquire
TN Attorney General's Office, Bankr.
Unit
P.O. Box 20207
Nashville, TN 37202-0207

First Class Mail

)
Danice Sims
P.O. Box 66658
Baton Rouge, LA 70896

First Class Mail

(Counsel to Toyota Motor Credit)
Robert T. Aulgur, Jr., Esquire
P.O. Box 617
Odessa, DE 19730

First Class Mail

)
Attn: Diane Stewart
Peoples First Community Bank
P.O. Box 59950
Panama City, FL 32412-0950

First Class Mail

)
Steven B. Flancher, Esquire
Assistant Attorney General
Department of Attorney General
Revenue and Collections Division
P.O. Box 30754
Lansing, MI 48909

First Class Mail

(Counsel to The Texas Comptroller of
Public Accounts)
Mark Browning, Esquire
Assistant Attorney General
c/o Sherri K. Simpson, Legal Assistant
Office of the Attorney General
Bankruptcy & Collections Division
P.O. Box 12548
Austin, TX 78711-2548

First Class Mail

(Comptroller of Public Accounts of the
State of Texas)
William A. Frazell, Esquire
Assistant Attorney General
Bankruptcy & Collections Division
P.O. Box 12548
Austin, TX 78711-2548

First Class Mail

)
General Motors Acceptance Corporation
P.O. Box 5055
Troy, MI 48007-5055

First Class Mail

(Missouri Department of Revenue)
Missouri Department of Revenue
Bankruptcy Unit
Gary L. Barnhart
PO Box 475
Jefferson City, MO 65105-0475

First Class Mail

(Peters, Smith & Company)
Mr. Charles C. Trascher III, Esquire
Snellings, Breard, Sartor, Inabnett &
Trascher, LLP
PO Box 2055
Monroe, LA 71207

First Class Mail

)
Margaret A. Holland
Deputy Attorney General
New Jersey Attorney General's Office
Division of Law
R.J. Hughes Justice Complex
P.O. Box 106
Trenton, NJ 08625

First Class Mail

)
Rachel Jeanne Lehr
Deputy Attorney General
Office of the Attorney General
R.J.Hughes Justice Complex
P.O. Box 093
Trenton, NJ 08625

First Class Mail

)
Mr. Mark Hankin
HanMar Associates, M.L.P.
P.O. Box 26767
Elkins Park, PA 19027

First Class Mail

(Counsel to the City of Knoxville)
Hillary Browning-Jones
Assistant City Attorney
P.O. Box 1631
Knoxville, TN 37901

First Class Mail

)
Xerox Capital Services, LLC
P.O. Box 660502
Dallas, TX 75266-0502

First Class Mail

)
Trade-Debt.Net
2 Stamford Plaza #1501
Stamford, CT 06901-3263

First Class Mail

(Counsel to Iowa Dept. of Revenue)
John Waters, Esquire
Iowa Department of Revenue
Collections Section
P.O. Box 10457
Des Moines, IA 50306

First Class Mail

(Co-Counsel to Debtor)
David Boutrous, Esquire
Kirkland & Ellis
300 North LaSalle
Chicago, IL 60654

First Class Mail

(Co-Counsel to Debtor)
The Law Offices of Janet S. Baer P. C.
70 W. Madison St., Suite 2100
Chicago, IL 60602

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Mark Shelnitz
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

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Caplin & Drysdale, Chartered
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New York, NY 10152-3500

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Stroock & Stroock & Lavan LLP
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New York, NY 10038-4982

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Claimants)
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Bilzin Sumberg Baena Price & Axelrod
LLP
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200 South Biscayne Blvd
Miami, FL 33131

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Doug Mannal
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

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(Counsel to Sealed Air Corporation)
D. J. Baker, Esquire
Skadden, Arps, Slate, Meagher & Flom
LLP
Four Times Square
New York, NY 10036

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)
Todd Meyers, Esquire
Kilpatrick Stockton
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

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)
Office of Reorganization
Securities & Exchange Commission
Suite 1000
3475 Lenox Road, N.E.
Atlanta, GA 30326-1232

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)
Internal Revenue Service
Attn: Insolvency
31 Hopkins Plaza, Room 1150
Baltimore, MD 21201

First Class Mail

)
Michael A. Berman
Securities & Exchange Commission
Office of General Counsel-Bankruptcy
100 F Street, NE
Washington, DC 20549

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)
James D. Freeman, Esq.
Jerel L. Ellington, Esq.
U.S. Department of Justice
Environmental Enforcement Section

1961 Stout Street – Eighth Floor
Denver, CO 80294-1961

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)
Jon L. Heberling, Esquire
McGarvey, Heberling, Sullivan &
McGarvey PC
745 South Main Street
Kalispel, MT 59901

First Class Mail

(Counsel to DIP Lender)
David S. Heller, Esquire
Latham & Watkins
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606

First Class Mail

)
Charles E. Boulbol, Esquire
26 Broadway, 17th Floor
New York, NY 10004

First Class Mail

)
Ira S. Greene, Esquire
Hogan & Hartson LLP
875 Third Avenue
New York, NY 10022-6225

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)
James A. Sylvester, Esquire
Intercat, Inc.
2399 Highway 34 #C1
Manasquan, NJ 08736-1500

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)
Steven J. Johnson, Esquire
Gibson, Dunn & Crutcher LLP
1881 Page Mill Road
Palo Alto, CA 94304-1125

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)
Charlotte Klenke, Esquire
Schneider National, Inc.
P.O. Box 2545
3101 S. Packerland
Green Bay, WI 54306

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David S. Rosenbloom, Esquire
Jeffrey E. Stone, Esquire
Lewis S. Rosenbloom, Esquire
McDermott, Will & Emery
227 West Monroe Street
Chicago, IL 60606-5096

First Class Mail

)
Charles L. Finke, Assistant General
Counsel
Brad Rogers, Esquire
Office of the General Counsel
Pension Benefit Guaranty Corp
1200 K. Street, N. W.
Washington, D.C. 20005-4026

First Class Mail

)
Pamela Zilly
Richard Shinder
Barry Korn
The Blackstone Group
345 Park Avenue, 30th Floor
New York, NY 10154

First Class Mail

)
Jan M. Hayden
William H. Patrick
Heller, Draper, Hayden, Patrick & Horn,
L.L.C.
650 Poydras Street, Suite 2500
New Orleans, LA 70130-6103

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(Counsel to Asbestos Claimants)
Michael J. Hanners, Esquire
Silber Pearlman, LLP
3102 Oak Lawn Ave., Ste. 400
Dallas, TX 75219-6403

First Class Mail

)
Alan R. Brayton, Esquire
Brayton & Purcell
222 Rush Landing Road
Novato, CA 94945

First Class Mail

)
Jonathan W. Young
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

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)
Russell W. Budd
Baron & Budd, P.C.
3102 Oak Lawn Avenue, P.O. Box 8705
Dallas, TX 75219

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)
Shelby A. Jordan, Esquire
Nathaniel Peter Holzer, Esquire
Jordan, Hyden, Womble & Culbreth,
P.C.
500 N. Shoreline Blvd., Suite 900
Corpus Christi, TX 78471

First Class Mail

)
The Mills Corporation
Ontario Mills LP
Legal Department
225 W. Washington Street
Indianapolis, IN 46204-3435

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)
T. Kellan Grant
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

First Class Mail

)
The Gibson Law Firm, PLLC
P.O. Box 6005
447 Northpark Drive
Ridgeland, MS 39157

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Christopher L. Beard, Esquire
The Beard Group
502 W. Patrick Street
Frederick, MD 21701

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)
Bernice Conn, Esquire
Robins, Kaplan, Miller & Ciresi LLP
2049 Century Park East, Suite 3700
Los Angeles, CA 90067

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Steven J. Kherkher, Esquire
Laurence G. Tien, Esquire
Williams Kherkher Hart & Boundas,
LLP
8441 Gulf Freeway, Suite #600
Houston, TX 77017

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)
Delta Chemical Corporation
2601 Cannery Avenue
Baltimore, MD 21226-1595

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)
Steven T. Hoort, Esquire
Ropes & Gray
One International Place
Boston, MA 02110-2624

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Peter Van N. Lockwood, Esquire
Julie W. Davis, Esquire
Trevor W. Swett, III, Esquire
Nathan D. Finch, Esquire
Caplin & Drysdale, Chartered
One Thomas Circle, N.W.
Washington, DC 20005

First Class Mail

)
Peter A. Chapman
572 Fernwood Lane
Fairless Hills, PA 19030

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)
Paul M. Matheny
The Law Offices of
Peter G. Angelos, P.C.
210 W. Pennsylvania Avenue
Suite 300
Towson, MD 21204-4546

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)
Michael J. Urbis
Jordan, Hyden, Womble & Culbreth,
P.C.
1534 E. 6th Street, Suite 104
Brownsville, TX 78520

First Class Mail

)
Mary A. Coventry
Sealed Air Corporation
200 Riverfront Blvd.
Elmwood Park, NJ 07407-1033

First Class Mail

)
Katherine White
Sealed Air Corporation
200 Riverfront Boulevard
Elmwood Park, NJ 07407

First Class Mail

)
Joseph T. Kremer, Esquire
Lipsitz, Green, Fahringer, Roll,
Salisbury & Cambria, LLP
42 Delaware Avenue, Suite 300
Buffalo, NY 14202

First Class Mail

)
Paul D. Henderson, Esquire
Paul D. Henderson, P.C.
712 Division Avenue
Orange, TX 77630

First Class Mail

)
Elizabeth S. Kardos, Esquire
Gibbons P.C.
One Gateway Center
Newark, NJ 07102-5310

First Class Mail

(Counsel to Public Service Electric and
Gas Company)
William E. Frese, Esquire
Attn: Sheree L. Kelly, Esquire
80 Park Plaza, T5D
P.O. Box 570
Newark, NJ 07101

First Class Mail

(Counsel to Official Committee of
Unsecured Creditors)
William S. Katchen, Esquire
Duane Morris LLP
744 Broad Street
Suite 1200
Newark, NJ 07102-3889

First Class Mail

(Counsel to numerous asbestos
claimants)
Scott W. Wert, Esquire
Foster & Sear, LLP
817 Greenvie Drive
Grand Prairie, TX 75050

First Class Mail

(Counsel to Berry & Berry)
C. Randall Bupp, Esquire
Bardelli, Straw & Cavin LLP
2000 Crow Canyon Place
Suite 330

San Ramon, CA 94583

First Class Mail

)
Anton Volovsek
191 Battle Ridge Road
Kooskia, ID 83539-5072

First Class Mail

(Counsel to Weatherford U.S. Inc., and
Weatherford International Inc.)
Peter S. Goodman, Esquire
Andrews & Kurth LLP
450 Lexington Avenue, 15th Floor
New York, NY 10017

First Class Mail

)
Jonathan H. Alden, Esquire
Assistant General Counsel
3900 Commonwealth Boulevard, MS 35
Tallahassee, FL 32399-3000

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)
State Library of Ohio
c/o Michelle T. Sutter
Revenue Recovery
Office of the Attorney General
150 East Gay Street, 23rd Floor
Columbus, OH 43215

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)
Rosa Dominy
Bankruptcy Administration
IOS Capital, Inc.
1738 Bass Road
P.O. Box 13708
Macon, GA 31208-3708

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)
Greif, Inc.
Attn: Credit Department
366 Greif Parkway
Delaware, OH 43015

First Class Mail

(Counsel to SAP America, Inc.)
Stephanie Nolan Deviney
Brown & Connery, LLP
360 Haddon Avenue
P.O. Box 539
Westmont, NJ 08108

First Class Mail

)
Margaret Ann Nolan, County Solicitor
Camela Chapman, Senior Assistant
County Solicitor
Howard County Office of Law
George Howard Building
3430 Courthouse Drive, 3rd Floor
Ellicott City, MD 21043

First Class Mail

)
M. Diane Jasinski, Esquire
Michael D. Hess
Corporation Counsel of the City of New
York
100 Church Street, Room 6-127
New York, NY 10007

First Class Mail

)
Janet Napolitano
Robert R. Hall
Russell W. Savory
1275 West Washington Street
Phoenix, AZ 85007-1278

First Class Mail

)
Russell W. Savory
Gotten, Wilson & Savory, PLLC
88 Union Avenue, 14th Floor
Memphis, TN 38103

First Class Mail

)
Credit Manager
Belz Enterprises
100 Peabody Place, Suite 1400
Memphis, TN 38103

First Class Mail

)
James P. Ruggeri
Scott A. Shail
Hogan & Harton L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109

First Class Mail

)
Daniel H. Slate, Esquire
Hughes Hubbard & Reed LLP
350 South Grand Avenue
Los Angeles, CA 90071-3442

First Class Mail

)
Andrea L. Hazzard, Esquire
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004-1482

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)
Authur Stein, Esquire
1041 W. Lacey Road
P.O. Box 1070
Forked River, NJ 08731-6070

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)
Robert H. Rosenbaum, Esquire
M. Evan Meyers, Esquire
Meyers, Rodbell & Rosenbaum, P.A.
Berkshire Building
6801 Kenilworth Avenue, Suite 400
Riverdale, MD 20737-1385

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)
Colin D. Moore
Provost & Umphrey
Law Firm, L.L.P.
490 Park Street
Beaumont, TX 77704

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)
Kevin James
Deputy Attorney General
1515 Clay Street, 20th Floor
Oakland, CA 94612-1413

First Class Mail

)
Dorine Vork, Esquire
Stibbe, P.C.
489 Fifth Avenue, 32nd Floor
New York, NY 10017

First Class Mail

)
Suexirda Prayaga
7365 MacLeod Lane
Ofallon, MO 63366

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)
Bart Hartman
Treasurer – Tax Collector
Attn: Elizabeth Molina
1600 Pacific Highway, Room 162
San Diego, CA 92101

First Class Mail

)
David Aelvoet, Esquire
Linebarger Goggan Blair Graham Pena
& Sampson, LLP
Travis Park Plaza Building
711 Navarro, Suite 300
San Antonio, TX 78205

First Class Mail

)
Robert Cimino, Esquire
Suffolk County Attorney
Attn: Diane Leonardo Beckmann, Asst.
County
H. Lee Dennison Building
100 Veterans Memorial Highway
P.O. Box 6100
Hauppauge, NY 11788-0099

First Class Mail

(Counsel to Dow Chemical Company,
Hampshire Chemical Corporation and
Union
Carbide Corporation)
Kathleen Maxwell
Legal Department
The Dow Chemical Company
2030 Dow Center/Office 732
Midland, MI 48674

First Class Mail

(The Dow Chemical Company)
Anne Marie P. Kelley, Esquire
Dilworth Paxson, LLP
Liberty View – Suite 700
457 Haddonfield Road
Cherry Hill, NJ 08002

First Class Mail

(Counsel to General Electric Capital Corporation)
Ronald S. Beacher, Esquire
Pitney, Hardin, Kipp & Szuch LLP
7 Times Square
New York, NY 10036-6524

First Class Mail

)
Gina Baker Hantel, Esquire
Attorney General Office
Bankruptcy Division
State of Tennessee
425 5th Avenue North, Floor 2
Nashville, TN 37243

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)
Jeffrey L. Glatzer, Esquire
Anderson, Kill & Olick, P.C.
1251 Avenue of the Americas
New York, NY 10020-1182

First Class Mail

)
Attn: Ted Weschler
Peninsula Capital Advisors, L.L.C.
404 East Main Street
Second Floor
Charlottesville, VA 22902

First Class Mail

)
E. Katherine Wells, Esquire
South Carolina Department of Health and Environmental Control
2600 Bull Street
Columbia, SC 29201-1708

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)
James M. Garner, Esquire
Sher Garner Cahill Richter Klein & Hilbert, L.L.C.
909 Poydras Street
Suite 2800
New Orleans, LA 70112-1033

First Class Mail

)
William H. Johnson, Esquire
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, VA 23510-9242

First Class Mail

(Counsel to Wells Fargo Bank
Minnesota, National Association)
Pillsbury Winthrop LLP
1540 Broadway #9
New York, NY 10036-4039

First Class Mail

(Counsel to Wells Fargo Bank
Minnesota, National Association)
Craig Barbarosh, Esquire
Pillsbury Winthrop LLP
650 Town Center Drive, Suite 700
Costa Mesa, CA 92626-7122

First Class Mail

(Counsel to Aldine Independent School District)
Aldine Independent School District
Jonathan C. Hantke, Esquire
Pamela H. Walters, Esquire
14910 Aldine-Westfield Road
Houston, TX 77032

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)
DAP Products, Inc.
c/o Julien A. Hecht, Esquire
2400 Boston Street, Suite 200
Baltimore, MD 21224

First Class Mail

(Counsel to Asbestos Claimants)
Deirdre Woulfe Pacheco, Esquire
Wilentz, Goldman & Spitzer
90 Woodbridge Center Drive
P.O. Box 10
Woodbridge, NJ 07095

First Class Mail

(Counsel to Occidental Permian, Ltd.)
John W. Havins, Esquire
Havins & Associates PC
2211 Norfolk
Suite 525
Houston, TX 77098

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(Counsel to Fireman's Fund Insurance
Company)
Leonard P. Goldberger, Esquire
Stevens & Lee, P.C.
1818 Market Street, 29th Floor
Philadelphia, PA 19103-1702

First Class Mail

(Counsel to Anderson Memorial
Hospital)
Daniel A. Speights, Esquire
Speights & Runyan
200 Jackson Avenue, East
P.O. Box 685
Hampton, SC 29924

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)
Donna J. Petrone, Esquire
ExxonMobil Chemical Company
Law Department – Bankruptcy
13501 Katy Freeway, Room W1-562
Houston, TX 77079-1398

First Class Mail

(Counsel to Potash Corp.)
David W. Wirt, Esquire
Winston & Strawn
35 West Wacker Drive
Chicago, IL 60601

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(Counsel for Reaud, Morgan & Quinn,
Inc.
and Environmental Litigation Group,
PC)
Sander L. Esserman, Esquire
Robert T. Brousseau, Esquire
Van J. Hooker, Esquire
Stutzman Bromberg, Esserman & Plifka
PC
2323 Bryan Street, Suite 2200
Dallas, TX 75201

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Glen W. Morgan, Esquire
Reaud, Morgan & Quinn, Inc.
801 Laurel
Beaumont, TX 77701

First Class Mail

(Counsel to Huntsman Corporation)
Randall A. Rios
Floyd, Isgur, Rios & Wahrlich, P.C.
700 Louisiana, Suite 4600
Houston, TX 77002

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(Zonolite Attic Litigation Plaintiffs)
Elizabeth J. Cabraser, Esquire
Lieff, Cabraser, Heimann & Bernstein,
LLP
Embacadero Center West, 30th Floor
275 Battery Street
San Francisco, CA 94111

First Class Mail

(Zonolite Attic Litigation Plaintiffs)
Thomas M. Sobol, Esquire
Hagens Berman LLP
One Main Street, 4th Floor
Cambridge, Massachusetts 02142

First Class Mail

(Zonolite Attic Litigation Plaintiffs)
Robert M. Fishman, Esquire
Shaw Gussis Domanskis Fishman &
Glantz
321 N. Clark Street
Suite 800
Chicago, Illinois 60610

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)
Edward H. Tillinghast, III, Esquire
Sheppard, Mullin, Richter & Hampton
LLP
Twenty-fourth Floor, 30 Rockefeller
Plaza
New York, NY 10112

First Class Mail

(Counsel to Marco Barbanti)
Darrell W. Scott
The Scott Law Group
926 W. Sprague Ave., Suite 680
Spokane, WA 99201-5071

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Gary M. Becker, Esquire
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

First Class Mail

(Attorney General of
PA)(Commonwealth of PA, Dept. of
Revenue)
Christopher R. Momjian
Senior Deputy Attorney General
I.D. No. 057482
Office of Attorney General
21 S. 12th Street, 3rd. Floor
Philadelphia, PA 19107-3603

First Class Mail

)
Denise A.Kuhn
Office of Attorney General
21 S. 12th Street, 3rd Floor
Philadelphia, PA 19107-3603

First Class Mail

(Snack, Inc.)
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166

First Class Mail

(Snack, Inc.)
Vahe Melkonian
Newco Management Company, LLC
6320 Canoga Avenue, Suite 1430
Woodland Hills, CA 91367

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(W.C. Baker, E.E. Jaques, B.H. Miller,
M.R. Fisher, S.R. Ormsbee, M. Rea and
the Fisher Trust)
Richard B. Specter, Esquire
Corbett, Steelman & Specter
18200 Von Karman Avenue, Suite 900
Irvine, CA 92612

First Class Mail

William A. Grubbs, Jr.
Southeast Region Assistant Controller
AON Consulting Inc.
1100 Reynolds Boulevard
Winston-Sale, NC 27105

First Class Mail

)
Michael Selig
Westover Investments, L.L.C.
555 Old Garth Road
Charlottesville, VA 22901

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Nossaman, Guthner, Knox & Elliott,
LLP
445 South Figueroa Street, 31st Floor
Los Angeles, CA 90071

First Class Mail

(Georgia Department of Revenue)
Oscar B. Fears, III
Office of the Attorney General
40 Capitol Square, SW
Atlanta, GA 30334

First Class Mail

)
Philip J. Ward
Victoria Radd Rollins
Williams & Connolly LLP
725 Twelfth Street NW
Washington, DC 20005

First Class Mail

)
Larry A. Feind
133 Peachtree Street, N.E.
7th Floor
Atlanta, GA 30303

First Class Mail

(Counsel to County Of Dallas)
Elizabeth Weller
Linebarger Goggan Blair & Sampson,
LLP
2323 Bryan Street, Suite 1720
Dallas, TX 75201-2691

First Class Mail

(Counsel to Travelers Casualty and
Surety Company)
Lynn K. Neuner, Esquire
Simpson, Thacher, & Bartlett
425 Lexington Avenue
New York, NY 10017-3954

First Class Mail

(Counsel to Kaneb Pipe Line Operating
Partnership LP and Support Terminal
Services, Inc.)
Gerald G. Pecht, Esquire
Fulbright & Jaworski, LLP
1301 McKinney, Suite 5100
Houston, TX 77010-3095

First Class Mail

)
Jonathan D. Berger, Esquire
Russell Henkin, Esquire
Berger & Montague, P.C.
1622 Locust Street
Philadelphia, PA 19103-6365

First Class Mail

(Counsel to Novak Landfill RD/RA
Group)
Richard G. Placey, Esquire
Montgomery, McCracken, Walker &
Rhoads LLP
123 South Broad Street
Avenue of the Arts
Philadelphia, PA 19109

First Class Mail

)
DACA V, LLC
Attn: Julie Bubnack
1565 Hotel Cir S
Ste 310
San Diego, CA 92108-3419

First Class Mail

(Counsel to Lawson Electric Co.)
Ronald D. Gorsline
Chambliss, Bahner, & Stophel, P.C.
1000 Tallan Building, Ste. 1000
Two Union Square
Chattanooga, TN 37402-2552

First Class Mail

)
Jon Bauer
Contrarian Capital Management, LLC
411 West Putnam Avenue, Suite 225
Greenwich, CT 06830

First Class Mail

(Counsel to County of San Diego)
Martha E. Romero, Esquire
6516 Bright Avenue
Whittier, CA 90601-4503

First Class Mail

(Counsel to National Union Fire
Insurance Co. of Pittsburgh, PA)
Michael S. Davis, Esquire
Zeichner Ellman & Krause
575 Lexington Avenue
10th Floor
New York, NY 10022

First Class Mail

(Counsel to The Burlington Northern
and Santa Fe Railway Company)
Richard A. O'Halloran, Esquire
Burns, White & Hickton, LLC
100 Four Falls, Suite 515
1001 Conshohocken State Road
West Conshohocken, PA 19428

First Class Mail

(Counsel to Westcor)
Don C. Fletcher, Esquire
The Cavanagh Firm, P.A.
1850 North Central Avenue
Suite 2400
Phoenix, AZ 85004

First Class Mail

(Carteret Venture)
Mr. Harvey Schultz
The Schultz Organization
4 Woods End
Ocean, NJ 07712-4181

First Class Mail

(Counsel to State of New York, Dept. of
Taxation and Finance)
Barbara G. Billet, Esquire
Elaine Z. Cole, Esquire
New York State Department of Taxation
and Finance
340 E. Main Street
Rochester, NY 14604

First Class Mail

(Special Counsel to Debtors)
James J. Restivo, Esquire
Reed Smith LLP
435 Sixth Avenue
Pittsburgh, PA 15219

First Class Mail

(Counsel to West Group)
Michael S. Sandberg, Esquire
Hellmuth & Johnson, PLLC
10400 Viking Drive, Suite 560
Eden Prairie, MN 55344

First Class Mail

(Counsel to Certain Underwriters at Lloyd's London)
Thomas J. Quinn, Esquire
Mendes & Mount, LLP
750 Seventh Avenue
New York, NY 10019-6829

First Class Mail

(Counsel to the State of Minnesota)
Ann Beimdiek Kinsella
Assistant Attorney General
445 Minnesota Street, Suite 1200
St. Paul, MN 55101-2127

First Class Mail

(Counsel to Union Tank Car Company)
Deborah L. Thorne, Esquire
FabelHaber LLC
55 East Monroe Street, 40th Floor
Chicago, IL 60603

First Class Mail

)
Brad N. Friedman
Rachel Fleishman
Milberg Weiss Bershad Hynes & Lerach
LLP
One Pennsylvania Plaza
New York, NY 10119-0165

First Class Mail

(Counsel to Ben Bolt-Palito-Blanco ISD,
Brownsville ISD, Cameron County,
Hidalgo County, Orange Grove, Orange
Grove ISD, Premont ISD)
Lori Gruver Robertson, Esquire
Linebarger Goggan Blair Pena &
Sampson, LLP
1949 South I.H. 35 (78741)
P.O. Box 17428
Austin, TX 78760

First Class Mail

(Counsel to James Grau, Anna Grau and
Harry Grau & Sons, Inc.)
Edward L. Jacobs, Esquire
Bankemper & Jacobs
The Shaw House
26 Audubon Place
P.O. Box 70
Fort Thomas, KY 41075-0070

First Class Mail

(Counsel to Royal Insurance)
Carl Pericone, Esquire
Wilson, Elser, Moskowitz, Edelman,
Dicker LLP
150 East 42nd Street
New York, NY 10019-5639

First Class Mail

(Counsel to Cornell University)
Anthony F. Parise
Cornell University
Office of University Counsel
300 CCC Building, Garden Avenue
Ithaca, NY 14853-2601

First Class Mail

(Counsel to the Libby Mine Claimants)
Daniel C. Cohn, Esquire
Christopher M. Candon, Esquire
Cohn Whitesell & Goldberg LLP
101 Arch Street
Boston, MA 02110

First Class Mail

(Counsel to Town of Acton, MA)
Thomas O. Bean
McDermott, Will & Emery
28 State Street
34th Floor
Boston, MA 02109-1775

First Class Mail

)
Contrarian Capital Trade Claims LP
Attn: Alisa Minsch
411 W. Putnam Ave. S-225
Greenwich, CT 06830-6263

First Class Mail

)
Debt Acquisition Co of America V LLC
1565 Hotel Cir S
Suite 310
San Diego, CA 92108-3419

First Class Mail

)
Longacre Master Fund Ltd.
Attn: Maurie Shalome
810 7th Avenue, 33rd Fl.
New York, NY 10019-5818

First Class Mail

)
Sierra Asset Management LLC
2699 White Rd., Ste. 225
Irvine, CA 92614-6264

First Class Mail

(Counsel for State Street Global
Advisors)
Daniel M. Glosband, P.C.
Goodwin Procter LLP
Exchange Place
Boston, MA 02109

First Class Mail

)
John Preefer
128 Willow St Apt 6B
Brooklyn, NY 11201

First Class Mail

)
Michael B. Schaedle, Esquire
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103

First Class Mail

)
Peter B. McGlynn, Esquire
Bruce D. Levin, Esquire
Bernkopf Goodman LLP
125 Summer Street, Suite 1300
Boston, MA 02110

First Class Mail

(Counsel to David Austern, the Future
Claimants' Representative)
Roger Frankel, Esquire
Richard H. Wyron, Esquire
Orrick, Herrington & Sutcliffe LLP
Columbia Center
1152 15th Street, N.W.
Washington, DC 20005-1706

First Class Mail

)
Lauren Holzman
Claims Processor
Euler Hermes ACI
800 Red Brook Boulevard
Owings Mills, MD 21117

First Class Mail

(Counsel to Keri Evans, on behalf of
herself and all others similarly situated
as Plaintiff in ERISA litigation, Civil
Action No. 04-11380)
Michael S. Etkin, Esquire
Ira M. Levee, Esquire
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, NJ 07068

First Class Mail

(Counsel to Charlotte Transit Center, Inc.)
Amy Pritchard-Williams, Esquire
Margaret R. Westbrook, Esquire
Kennedy Covington Lobdell & Hickman, LLP
Hearst Tower, 47th Floor
214 N. Tryon Street
Charlotte, NC 28202

First Class Mail

(Counsel to Ancel Abadic and 410 additional claimants)
Julie Ardoin, Esquire
Julie Ardoin, LLC
2200 Veterans Memorial Boulevard
Suite 210
Kenner, LA 70062-4032

First Class Mail

(Counsel to Allstate Insurance Company)
Stefano Calogero, Esquire
Andrew K. Craig, Esquire
Cuyler Burk, LLP
Parsippany Corporate Center
Four Century Drive
Parsippany, NJ 07054

First Class Mail

(Counsel to Everest Reinsurance Company and Mt. McKinley Insurance Company)
Mark D. Plevin, Esquire
Leslie A. Epley, Esquire
Crowell & Moring LLP
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004-2595

First Class Mail

(Counsel to The Van Cott, Bagley, Cornwall & McCarthy 401(K) Profit Sharing Plan)
J. Robert Nelson, Esquire
Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, #1600
P.O. Box 45340
Salt Lake City, UT 84145

First Class Mail

(Counsel to Claimants, American Legion, Catholic Diocese of Little Rock, City of Barnesville, Cherry Hill Plaza, Church of the Most Holy Redeemer, Church of St. Joseph, Church of St. Luke, Church of St. Helena, Church of St. Leo the Great, First United Methodist Church, Fargo Housing Authority, Alvin Foss, State of Washington and Port of Seattle)

Fredrick Jekel, Esquire
Motley Rice LLC
28 Bridgeside Blvd.,
Mt. Pleasant, SC 29464

First Class Mail

(Counsel to American Employers Insurance Co, Employers Commercial Union n/k/a OneBeacon A (Counsel to American Employers Insurance Co, Employers Commercial Union n/k/a OneBeacon America Insurance Co and Unigard Insurance Co)
Michael F. Brown, Esquire
Drinker Biddle & Reath LLP
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996

First Class Mail

(Counsel to U.S. Fire Insurance Company)
Harry Lee, Esquire
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

First Class Mail

(Counsel to American Premier Underwriters, Inc.)
Matthew J. Siembieda, Esquire
Benjamin G. Stonelake, Esquire
Scott E. Coburn, Esquire
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103

First Class Mail

(Transfer Agent)
DK Acquisition Partners
65 East 55th Street, 19th Floor
New York, NY 10022

First Class Mail

(Transfer Agent)
Fred Glass
Fair Harbor Capital LLC
1841 Broadway, Suite 1007
New York, NY 10023

First Class Mail

(Counsel to Macerich Fresno LP)
M. David Minnick, Esquire
Michael P. Ellis, Esquire
Pillsbury Winthrop Shaw Pittman LLP
50 Fremont Street
San Francisco, CA 94105-2228

First Class Mail

(Counsel to Macerich Fresno LP)
Gerald F. George, Esquire
Pillsbury Winthrop Shaw Pittman LLP
50 Fremont Street
San Francisco, CA 94105-2228

First Class Mail

(Counsel to HRCL and Eaves)
Joseph D. Frank, Esquire
Frank/Gecker LLP
325 North LaSalle Street
Suite 625
Chicago, IL 60610

First Class Mail

(Counsel to all clients of the Robles law firm)
David Jagolinzer, Esquire
Ferraro & Associates, P.A.
Suite 700
4000 Ponce de Leon Blvd.
Miami, FL 33146

First Class Mail

(Counsel to PacifiCorp)
Steven J. McCardell, Esquire
Jared Inouye, Esquire
Durham Jones & Pinegar
111 E. Broadway, Suite 900
Salt Lake City, UT 84111

First Class Mail

(Counsel to the Ad Hoc Committee of Equity Security Holders)
Martin J. Bienenstock, Esquire
Judy G.Z. Liu, Esquire
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

First Class Mail

)
Jeffrey S. Hebrank, Esquire
Carl P. McNulty, II, Esquire
Burroughs, Hepler, Broom, MacDonald,
Hebrank & True, LLP
103 West Vandalia Street, Suite 300
Edwardsville, IL 62025-0510

First Class Mail

(Counsel to The Prudential Insurance Company of America)
Joseph L. Schwartz, Esquire
Curtis M. Plaza, Esquire
Craig T. Moran, Esquire
Riker Danzig Scherer Hyland & Perretti LLP
Headquarters Plaza
One Speedwell Avenue
Morristown, NJ 07962-1981

First Class Mail

(Counsel to State of California, Dept. of General Svcs)
Steven J. Mandelsberg, Esquire
Christina J. Kang, Esquire
Hahn & Hessen LLP
488 Madison Avenue
New York, NY 10022

First Class Mail

(Counsel to Dies & Hile LLP)
Pryor Cashman LLP
Richard Levy, Jr., Esquire
7 Times Square
New York, NY 10036-6569

First Class Mail

(Counsel to Citicorp Del-Lease, Inc.
d/b/a Citicorp Dealer Finance)
Sergio I. Scuteri, Esquire
Capehart & Scatchard, P.A.
Suite 300 S
8000 Midlantic Drive
Mount Laurel, NJ 08054

First Class Mail

)
Dr. Anthony Pilavas
25-09 31st Avenue
Astoria, NY 11106

First Class Mail

(Counsel for Personal Injury Claimants)
Hal Pitkow, Esquire
The Falls at Lambertville
351 South Main Street
Lambertville, NJ 08530

First Class Mail

Brian D. Salwowski, Esquire
Office of Attorney General
Indiana Gov. Center South, 5th Floor
302 West Washington Street
Indianapolis, IN 46204-2770

First Class Mail

(Counsel to ZAI)
Edward J. Westbrook, Esquire
Richardson Patrick Westbrook &
Brickman
1037 Chuck Dawley Blvd. – Bldg A
Mount Pleasant, SC 29464

First Class Mail

(Counsel to The Scotts Company LLC)
Robert J. Sidman, Esquire
Tiffany Strelow Cobb, Esquire
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, OH 43215

First Class Mail

(Counsel to Arrowood Indemnity
Company)
Brad Elias, Esquire
O'Melveny & Myers, LLP
Times Square Tower
7 Times Square
New York, NY 10036

First Class Mail

(Counsel to Hon. Alex. M. Sanders Jr.,
PDFCR)
(Counsel To Hon. A. Sanders Jr.)
Alan B. Rich
Attorney and Counselor
Elm Place
1401 Elm Street, Suite 4620
Dallas, TX 75201

First Class Mail

(Counsel to Anderson Mem. Hosp.)
John W. Kozyak, Esquire
Charles W. Throckmorton, Esquire
David L. Rosendorf, Esquire
Corali Lopez-Castro, Esquire
Kozyak Tropin & Throckmorton, P.A.
2525 Ponce de Leon, 9th Floor
Coral Gables, FL 33134

First Class Mail

(Counsel to Anderson Mem. Hosp.)
Harley E. Riedel, Esquire
Stichter Riedel Blain & Prosser, P.A.
110 E. Madison Street
Suite 200
Tampa, FL 33602

First Class Mail

Kevin Welch, Esquire
Office of General Counsel
Division of Waste Management
First Floor
200 Fair Oaks Lane
Frankfort, KY 40601

First Class Mail

(Co-Counsel to Travelers Casualty)
Samuel J. Rubin, Esquire
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

First Class Mail

(Counsel to Samson Hydrocarbons)
Greg A. Lawry, Esquire
Locke Lord Bissell & Liddell, LLP
2200 Ross Avenue, Suite 2200
Dallas, TX 75201

First Class Mail

(Counsel to US Dept of Agriculture)
Michael R. Sew Hoy
U.S. Dept of Justice-Civil Division
Commercial Litigation Branch
1100 L Street, NW – 10th Floor
Room 10048
Washington, DC 20005